

# Chapman and Cutler LLP

Attorneys at Law • Focused on Finance®

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RECORDATION NO.

18824-1  
FILED

JAN 03 '12 -1 4 0 PM

SURFACE TRANSPORTATION BOARD

January 3, 2012

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

Re: TTX Company  
Termination of Lease and Equipment Trust Agreement  
Lease No. 40

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of the Termination of Lease (No. 40), dated as of January 3, 2012, between The Bank of New York Mellon Trust Company, N.A. (successor to Society National Bank), not in its individual capacity, but solely as Owner Trustee, as lessor (the "Lessor"), and TTX Company, as lessee (the "Lessee").

Please note that the enclosed document relates to the lease agreement previously filed under Recordation Number 18824.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: TTX Company  
101 North Wacker Drive  
Chicago, IL 60606

Lessor: The Bank of New York Trust Company, N.A.  
Bank of New York Mellon Trust  
Chicago Corporate Trust  
Two North LaSalle Street, Suite 1020  
Chicago, IL 60602

Chapman and Cutler LLP

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

The 520 railcars as more specifically described in Schedule 1 attached hereto.

A short summary of the document to appear in the index follows:

Termination of Lease (No. 40).

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Ed Luria, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-2977.

Sincerely,

CHAPMAN AND CUTLER LLP

By August J. Francis  
August J. Francis

AJF/dk  
Enclosures

**SCHEDULE 1**  
**LEASE No. 40**

**PURCHASED RAILCARS**

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Single unit double stack well car - DTTX	GUNDERSON	456022	26
		456026	
		456030	69
		456035 - 456036	
		456039	
		456042 - 456043	
		456049 - 456056	
		456058 - 456064	
		456066 - 456068	
		456000 - 456021	
		456023 - 456025	
		456027 - 456029	
		456031 - 456034	
		456037 - 456038	
		456040 - 456041	
		456044 - 456048	
		456057	
		456069 - 456078	
		456080 - 456096	
Five-unit all purpose articulated spine cars - TTAX	TRINITY	553416 - 553419	11
		553438 - 553444	87
		553445	
		553448 - 553450	
		553467 - 553471	
		553473 - 553529	
		553531 - 553539	
		553645 - 553646	
		553648 - 553650	
		553652 - 553658	
Five-unit all purpose articulated spine cars - TTAX	JAC	653555 - 653561	327
		653563 - 653575	
		653577 - 653589	
		653591 - 653614	
		653616 - 653678	
		653680 - 653711	
		653713 - 653748	
		653750 - 653785	
		653787 - 653851	
		653855 - 653863	
		653865	
		653867 - 653871	
		653873 - 653881	
		653883 - 653889	
		653891 - 653897	
TOTAL		520	

# **CASUALTIED RAILCARS**

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Single unit double stack well car - DTTX	GUNDERSON	456065 456079	2
Five-unit all purpose articulated spine cars - TTAX	TRINITY	553415 553446 553447 553647 553651	5
Five-unit all purpose articulated spine cars - TTAX	JAC	653562 653576 653590 653615 653679 653712 653749 653786 653852 653853 653864 653866 653872 653882 653890	15
TOTAL CASUALTIED RAILCARS			<u>22</u>
TOTAL ALL RAILCARS			<u>542</u>

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**TERMINATION OF LEASE (No. 40)  
(STB)**

**SURFACE TRANSPORTATION BOARD**


THIS TERMINATION OF LEASE (No. 40) is made and entered into as of January 3, 2012 by and between THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor to Society National Bank), not in its individual capacity, but solely as Owner Trustee, as lessor ("*Lessor*"), and TTX COMPANY, as lessee ("*Lessee*").

1. Lessor has leased to Lessee certain railroad equipment pursuant to the Lease of Railroad Equipment (No. 40), dated as of May 31, 1994 (as amended, modified or supplemented, the "*Lease*"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303 on May 31, 1994 under Recordation Number 18824.

2. The Lease is terminated effective as of the date hereof and Lessor hereby releases all of its right, title and interest in and to the railroad equipment set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, N.A., not in its individual  
capacity, but solely as Owner Trustee

By:   
Name: D. G. Donovan  
Title: Vice President

TTX COMPANY, as Lessee

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, N.A., not in its individual  
capacity, but solely as Owner Trustee

By: \_\_\_\_\_  
Name:  
Title:

TTX COMPANY, as Lessee

By: Kathleen Savard  
Name: Kathleen M. Sward  
Title: VP/CFD

STATE OF Illinois )  
 ) SS.:  
COUNTY OF Cook )

On this, the 4<sup>th</sup> day of December, 2011, before me, a Notary Public in and for said County and State, personally appeared D.G. DONOVAN, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on December 29, 2011 on behalf of said national association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Name: Julie Meadors  
Notary Public  
My Commission Expires: 1-7-12  
Residing in Chicago, IL

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of December, 2011, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of TTX COMPANY, that said instrument was signed on December \_\_, 2011 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

(SEAL)



STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of December, 2011, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on December \_\_, 2011 on behalf of said national association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

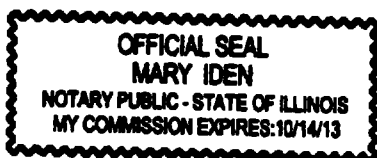
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF IL )  
 ) SS.:  
COUNTY OF Cook )

On this, the 28th day of December, 2011, before me, a Notary Public in and for said County and State, personally appeared Kathleen Sward who being by me duly sworn, says that (s)he is the CEO of TTX COMPANY, that said instrument was signed on December 28, 2011 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Mary Idén  
Name: Mary Idén  
Notary Public  
My Commission Expires: 10-14-13  
Residing in Oak Park IL

# **CASUALTIED RAILCARS**

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Single unit double stack well car - DTTX	GUNDERSON	456065 456079	2
Five-unit all purpose articulated spine cars - TTAX	TRINITY	553415 553446 553447 553647 553651	5
Five-unit all purpose articulated spine cars - TTAX	JAC	653562 653576 653590 653615 653679 653712 653749 653786 653852 653853 653864 653866 653872 653882 653890	15
TOTAL CASUALTIED RAILCARS			<hr/> 22
TOTAL ALL RAILCARS			<hr/> 542 <hr/>

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated

1/3/12

Edward M Luria

Edward M Luria